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UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

ORACLE USA, INC., a Colorado corporation;
 ORACLE AMERICA, INC., a Delaware
 corporation; and ORACLE INTERNATIONAL
 CORPORATION, a California corporation,

Plaintiffs,

v.

RIMINI STREET, INC., a Nevada corporation;
 SETH RAVIN, an individual,

Defendants.

Case No 2:10-cv-0106-LRH-PAL

**DECLARATION OF THOMAS S.
 HIXSON IN SUPPORT OF ORACLE'S
 MOTION FOR COSTS AND
 ATTORNEYS' FEES**

REDACTED PUBLIC VERSION

1 I, Thomas S. Hixson, declare as follows:

2 1. I am an attorney admitted to practice law in the State of California and before the
3 Court in this action *pro hac vice*. I am a partner with the law firm Morgan, Lewis and Bockius
4 LLP (“Morgan Lewis”), counsel of record for Plaintiffs Oracle USA, Inc., Oracle America, Inc.,
5 and Oracle International Corporation (together, “Oracle” or “Plaintiffs”). I submit this
6 declaration in support of Oracle’s motion for attorneys’ fees and expenses in the above-captioned
7 lawsuit. The facts stated herein are based on my personal knowledge or on information provided
8 to me by attorneys working under my direction.

9 2. At the inception of this case, the Morgan Lewis attorneys were employed by
10 Bingham McCutchen LLP (“Bingham”), where I was a partner, and which was counsel of record
11 for Oracle. Bingham’s work on this case for Oracle began in 2008. In November 2014, the
12 Bingham attorneys working on this case joined Morgan Lewis.

13 **Bingham & Morgan Lewis Fees and Billing Practices**

14 3. Exhibit 1 is a summary and breakdown of the total amount of Oracle’s fees and
15 costs incurred in this case, including those paid to Bingham, Morgan Lewis, Boies, Schiller and
16 Flexner LLP (“Boies Schiller”), and to other firms and companies.

17 4. As mentioned above, attorneys at my firm began working on this case at its
18 inception in 2008. All of Morgan Lewis’s bills and Bingham’s bills for December 2008 through
19 September 2015 for Morgan Lewis’s and Bingham’s work on this matter are attached as Exhibits
20 3-9. Time entries for which Oracle does not seek recovery have been redacted from these
21 invoices.

22 5. As detailed in Exhibit 2, the attorneys and legal support staff at Bingham and
23 Morgan Lewis have billed 40,642 hours on this case. Exhibit 2 also details the number of
24 unredacted hours that each person billed, along with the dollar amounts billed for those hours.

25 6. [REDACTED]

26 [REDACTED]
27 7. The summaries in Exhibits 1 and 2 do not include amounts that were paid and
28 invoiced for block-billed entries where all or part of the description of the work needed to be

1 redacted due to privilege or other reasons. The total billed amount for the block-billed entries
2 that were redacted is \$ 4,767,863.22.

3 8. Oracle paid the amounts due for all bills attached as Exhibits 3-9, for the amounts
4 described in those bills and summarized in Exhibits 1 and 2, except for the September 2015 bill,
5 which is in process for payment.

6 9. From 2008 until 2014, Bingham established a rate schedule listing the standard
7 hourly billing rate for each attorney and legal assistant each December that would be used in the
8 following calendar year. After we joined Morgan Lewis in 2014, the standard 2015 rates took
9 effect in March 2015 rather than January.

10 10. [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]

14 11. Morgan Lewis, and Bingham before it, have represented Oracle in a variety of
15 matters for more than a decade.

16 12. [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]

20 13. [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]

24 14. Oracle's in-house counsel have been directly involved in this matter since its
25 inception. They have supervised our work and reviewed our bills, and have often asked
26 questions about our bills. In some instances they have asked that we write off time spent on
27 certain tasks. Those write-offs are reflected in Exhibits and 1 and 2, and in our invoices attached
28 as Exhibits 3-9.

1 15. In preparing this fee application, I have reviewed the billing records for this case,
 2 and I obtained the further assistance of other lawyers on the team to review them. All
 3 timekeepers track their time by the day to the nearest tenth of an hour. Many tasks in significant
 4 litigation such as this action require multiple attorneys to complete, as they are complex or need
 5 to work at different levels or time intervals. Given the complicated nature of the case, and its
 6 size and scope, as well as Defendants' conduct, the time billed by Bingham's and Morgan
 7 Lewis's attorneys and staff on this matter was reasonable.

8 16. In a case involving similar legal claims and of similar complexity, *Oracle USA,*
 9 *Inc. v. SAP AG*, N.D. Cal., Case No. 07-CV-1658, the parties reached an agreement which
 10 provided that the defendants pay Oracle's attorneys' fees in the sum of \$120 million. Oracle was
 11 represented by Bingham and Boies Schiller in that case and was charged similar rates to those
 12 charged for this case for the years in question.

13 **Efforts Taken During The Litigation Due To Rimini's Litigation Conduct**

14 17. The manner in which Rimini litigated this case significantly increased Oracle's
 15 litigation expenses. Rimini's misrepresentations regarding cross-use, its misrepresentations
 16 regarding its use of Siebel and JD Edwards software, spoliation of evidence, and its repeated
 17 failure to produce timely and accurate discovery responses, and other conduct, resulted in Oracle
 18 expending significantly more on attorney and expert fees to prove its case. For example,
 19 Rimini's spoliation and misrepresentations required significant additional effort to search for and
 20 analyze emails and other anecdotal evidence to establish how Rimini actually used Oracle's
 21 software in its support process.

22 18. On July 11, 2011, Rimini served its Responses to Oracle's Interrogatories
 23 Numbers 20-22. On September 8, 2011, Rimini served its Supplemental Response to Oracle's
 24 Interrogatories Numbers 20-22. On December 19, 2011, Rimini served its Second Supplemental
 25 Response to Oracle's Interrogatories Numbers 20-22. On February 5, 2012, Rimini served
 26 updated exhibits to its Responses to Oracle's Interrogatories Number 20 and 22. On February 5,
 27 2012, Rimini served an updated exhibit to its Response to Oracle's Interrogatory Number 20.
 28 With each iteration, Rimini updated the lists of software environments residing on its systems

1 that were listed in Rimini's responses.

2 19. Attached as Exhibit 10 is an August 17, 2011 email from my colleague, John
3 Polito, to Rimini's counsel identifying additional PeopleSoft software environments that were
4 not included in Rimini's interrogatory responses.

5 20. Attached as Exhibit 11 is a November 1, 2011 email from Mr. Polito to Rimini's
6 counsel identifying discrepancies in Rimini's list of Siebel software environments included in
7 Rimini's interrogatory responses.

8 21. Attached as Exhibit 12 is a December 2, 2011 letter from Mr. Polito to Rimini's
9 counsel identifying additional discrepancies in the list of software environments included in
10 Rimini's interrogatory responses.

11 22. As of the date that this declaration was executed, Oracle has not yet received a
12 complete customer list, list of environments, list of fixes, or list of downloads from Rimini
13 pursuant to the interrogatories that Oracle served on July 20, 2015 in *Rimini Street, Inc. v. Oracle*
14 *International Corp.*, Case No. 2:14-cv-01699 LRH PAL (D. Nev.) ("*Rimini II*"). Rimini
15 produced a customer list to Oracle on November 2, 2011, but only after Oracle threatened to seek
16 Court intervention, and that list was missing over 100 customers. Oracle has had to spend
17 dozens of hours compiling information from other sources to determine which customers Rimini
18 failed to include.

19 23. Rimini assured Oracle in July 2015 that it would be able to produce information
20 in the *Rimini II* action from the various databases it uses in its provision of support services, but
21 then later said it could not do so until the end of 2015.

22 **Scope of Litigation**

23 24. Bingham's work on this case began with pre-suit investigation by legal counsel in
24 late 2008. The complaint was filed in January 2010, and the jury trial did not conclude until
25 October 2015.

26 25. This case involved complex and difficult legal issues which required experienced
27 lawyers and law firms with vast resources.

28 26. Based on my review of the docket, the parties filed over 45 motions in this case.

1 In total, the docket in this case has over 900 entries.

2 27. Rimini served 57 requests for production on Oracle. In response, Oracle
3 produced approximately 270,000 documents totaling over 1.3 million pages. Altogether, over 12
4 million pages of documents were produced in this litigation by Oracle, Rimini, and third parties.

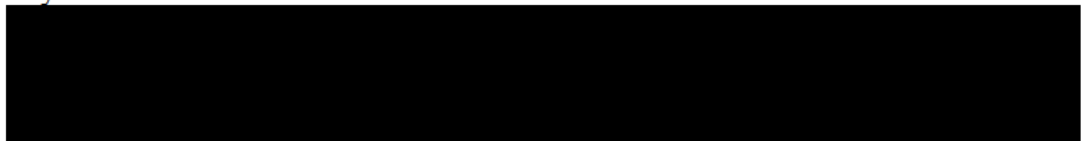
5 28. Over the course of this case, hundreds of meet and confer letters and emails were
6 exchanged between the parties.

7 29. There were a total of 67 depositions taken in this case.

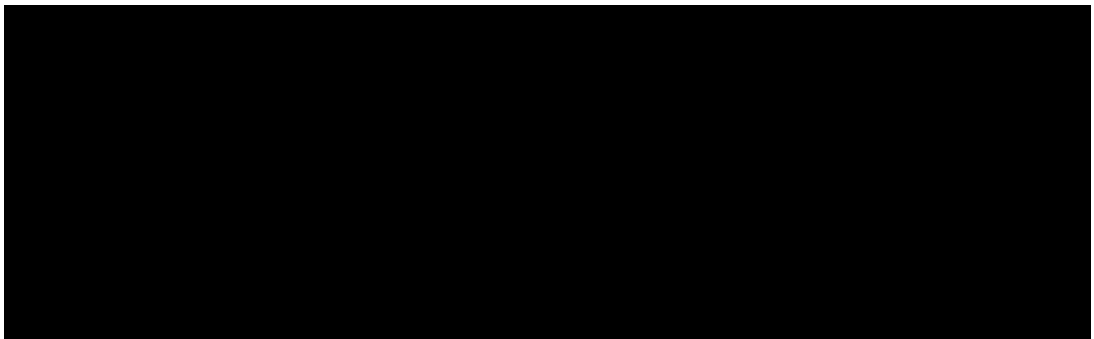
8 **Bingham & Morgan Lewis Case Teams**

9 30. I graduated *magna cum laude* from Harvard Law School in 1997 where I was an
10 editor for the *Harvard Law Review*, and *magna cum laude* from Harvard University in 1994 with
11 an A.B. in Government. After law school, I clerked for the Honorable A. Wallace Tashima of
12 the U.S. Court of Appeals Ninth Circuit from 1997 to 1998. I became a partner at Bingham
13 effective January 1, 2005 and continued as a partner when I joined Morgan Lewis. My practice
14 concentrates on complex intellectual property and antitrust matters. Throughout my career, I
15 have represented both plaintiffs and defendants in commercial disputes in courts and arbitrations
16 around the country. I was named a *Super Lawyer* in Northern California. My recent
17 representations have included *Oracle America, Inc., et al. v. Terix Computer Company, Inc., et*
18 *al., San Diego County Water Authority v. Metropolitan Water District of Southern California, et*
19 *al., Oracle USA, Inc. et al. v. SAP AG et al.*

20 31. I began working on this case near its inception. Since then, I have helped develop
21 and execute the team's litigation strategy. I have written numerous motions and taken and
22 defended several depositions. As trial counsel, I collaboratively prepared our trial strategy and
23 execution plans, drafted witness examinations, prepared witnesses, conducted an examination,
24 and drafted pre- and post-trial motions and other filings, among other tasks. A summary of the
25 time I have spent on this matter and the value of that work is contained in Exhibit 2 attached
26 hereto. My hourly rates were as follows:



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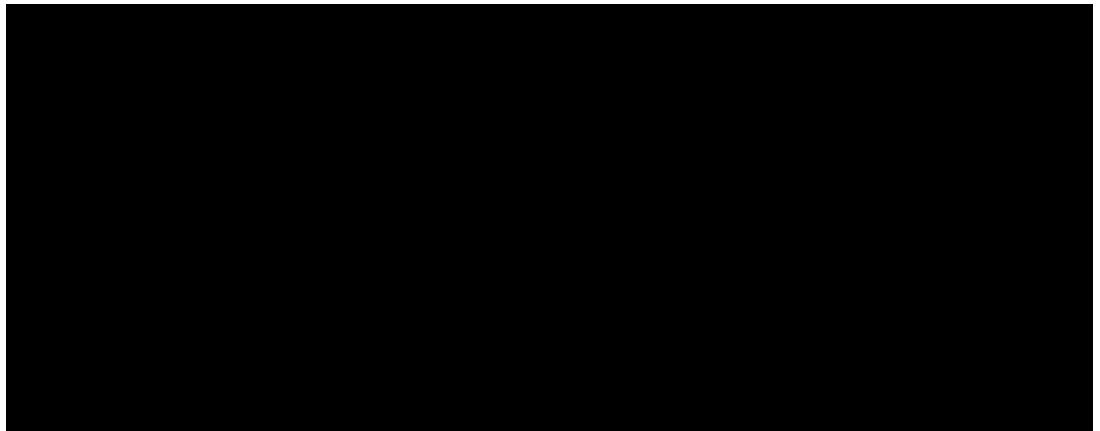
32. The following paragraphs identify and describe the other Bingham and Morgan Lewis lawyers and staff on the case team, with highlights of their backgrounds and experience. The information regarding other timekeepers on the team is within my personal knowledge as to matters we worked on together and rests upon my inquiry and belief as to other details.

33. **Geoffrey M. Howard** is former a partner at Bingham and then Morgan Lewis in the San Francisco office. Mr. Howard graduated *cum laude* with a J.D. from Harvard Law School in 1991 and *magna cum laude* with a B.A. in Political Science from the University of California, Los Angeles. Mr. Howard was named *The Recorder* 2010 Attorney of the Year, the *California Lawyer* California Lawyer of the Year, a Top 100 Lawyer by the *Daily Journal*, and a Leading Lawyer in IP by *Chambers USA* among his accolades. Mr. Howard's previous representations include *Oracle USA, Inc. et al. v. SAP AG et al.* in which Oracle won a jury verdict of \$1.3 billion. Mr. Howard began working on this case from its inception at the end of 2008. A summary of the time Mr. Howard spent on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Howard's hourly rates were as follows:

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

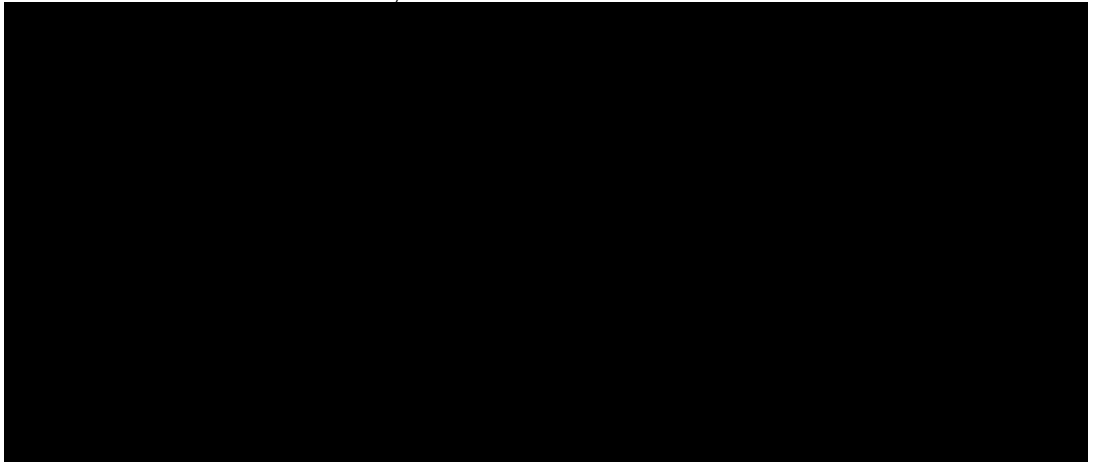
34. **Kristen A. Palumbo** is a partner at Morgan Lewis in the San Francisco office.

1 Ms. Palumbo graduated *magna cum laude* with a J.D. from the University of San Francisco
 2 School of Law in 2001 and with a B.A. from Boston College in 1995. Ms. Palumbo focuses her
 3 litigation practice on antitrust, class action defense, and other high-stakes complex commercial
 4 litigation, including breach of contract, fraud, unfair competition, and copyright matters. Ms.
 5 Palumbo has experience in all phases of litigation, including pre-filing investigations, discovery,
 6 motion practice, settlement, and trial, and she has worked extensively with experts. Ms.
 7 Palumbo also advises clients in the criminal context in connection with governmental antitrust
 8 investigations. Ms. Palumbo was named a *Super Lawyer* in Northern California. More details
 9 about Ms. Palumbo's background and practice can be found at
 10 <http://www.morganlewis.com/bios/kristenpalumbo>. Ms. Palumbo began working on this case in
 11 2009. A summary of the time Ms. Palumbo spent on this matter and the value of that work is
 12 contained in Exhibit 2 attached hereto. Ms. Palumbo's hourly rates were as follows:

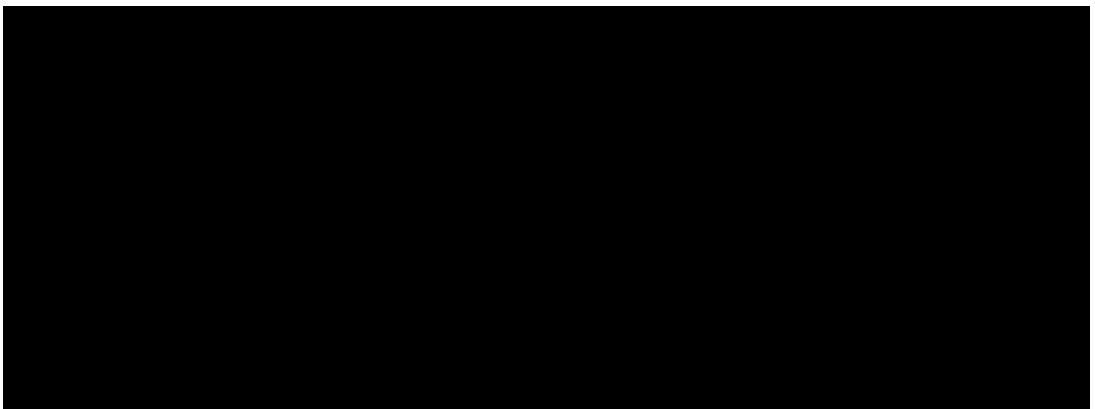


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 20 35. **John Polito** is partner at Morgan Lewis in the San Francisco office. He
 21 graduated with a J.D. from Stanford Law School. He also graduated with a B.A. in Mathematics
 22 with Honors and a B.A. in Music with Honors from the University of Michigan, Ann Arbor. Mr.
 23 Polito was named by the *Daily Journal* as an "Associate to Watch" and one of California's Top
 24 20 Under 40 Lawyers in 2014. He was also named by *Super Lawyers* as a Northern California
 25 Rising Star in 2013 to 2015. Before becoming a lawyer, Mr. Polito had a career as a software
 26 engineer. Mr. Polito's representations have included *Amazon.com, Inc. et al. v. Commissioner*,
 27 *Blackberry Ltd. et al. v. Cypress Semiconductor Corp.*, and *Oracle USA, Inc. v. SAP AG et al.*
 28 More details about Mr. Polito's background and practice can be found at

1 <http://www.morganlewis.com/bios/johnpolito>. Mr. Polito began working on this case in 2009. A
2 summary of the time Mr. Polito spent on this matter and the value of that work is contained in
3 Exhibit 2 attached hereto. Mr. Polito's hourly rates were as follows:

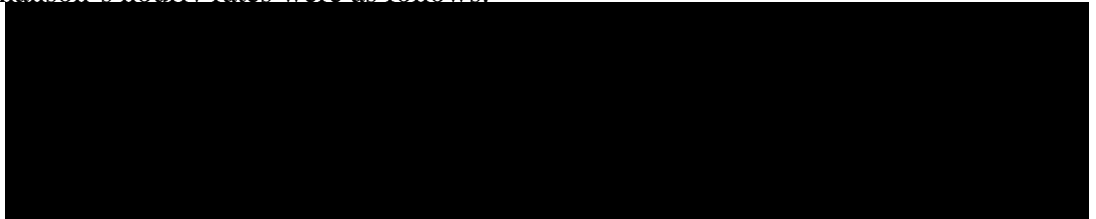


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11 36. **Bree Hann** is a former partner at Bingham in the San Francisco office. Ms.
12 Hann graduated Order of the Coif with a J.D. from the University of California, Berkeley
13 School of Law in 2001 where she was on the *California Law Review*. Ms. Hann graduated with
14 a B.A. in English from the University of Southern California in 1998. Ms. Hann clerked for the
15 Honorable Lewis A. Kaplan of the United States District Court for the Southern District of New
16 York. Ms. Hann's practice focused on intellectual property and antitrust litigation and
17 counseling, class action defense, and other complex commercial litigation matters. Ms. Hann
18 began working on this case in 2009. A summary of the time Ms. Hann spent on this matter and
19 the value of that work is contained in Exhibit 2 attached hereto. Ms. Hann's hourly rates were as
20 follows:

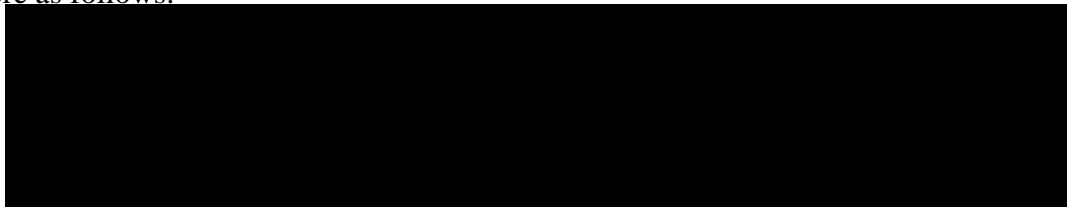


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27 37. **David O. Johanson** is a senior counsel at Morgan Lewis, and was previously a
28 partner at Bingham, in the Boston office. Mr. Johanson graduated *cum laude* with a J.D. from

1 Harvard Law School in 1976 and *summa cum laude* with a B.A. from Yale University in 1972.
 2 Mr. Johanson's practice concentrates on commercial technology, product development and
 3 distribution, trademarks, copyrights, trade secrets, and licensing. More details about Mr.
 4 Johanson's background and practice can be found at
 5 <http://www.morganlewis.com/bios/davidjohanson>. Mr. Johanson was named as a *Super Lawyer*
 6 in 2004-2005. Mr. Johanson began working on this case in 2009. A summary of the time Mr.
 7 Johanson spent on this matter and the value of that work is contained in Exhibit 2 attached
 8 hereto. Mr. Johanson's hourly rates were as follows:

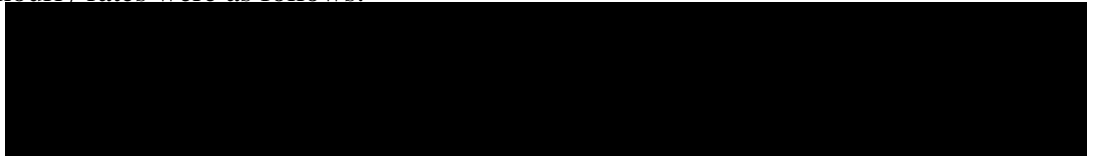


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 12 38. **Zachary J. Alinder** is a former partner at Bingham in the San Francisco office.
 13 Mr. Alinder graduated with a J.D. from the University of California, Berkeley School of Law in
 14 2000 and with a B.S. from Stanford University in 1995. Mr. Alinder also has a M.S. in
 15 Environmental Engineering from Stanford University. Mr. Alinder's previous representations
 16 included *Oracle USA, Inc. et al. v. SAP AG et al.* A summary of the time Mr. Alinder spent on
 17 this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Alinder's
 18 hourly rates were as follows:

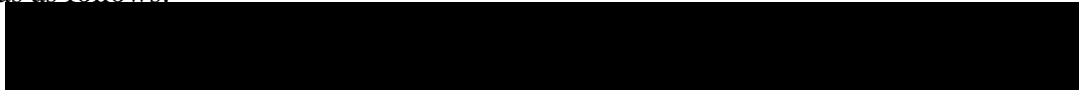


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 22 39. **Rachelle A. Dubow** is a partner at Morgan Lewis in the Boston office. Ms.
 23 Dubow graduated with a J.D. from Boston University School of law in 1998 and with a B.A. in
 24 Psychology from George Washington University in 1995. Ms. Dubow represents clients in a
 25 wide variety of industries that include finance, entertainment, consumer products, medical and
 26 pharmaceutical products, life sciences, computer technology, and the Internet. She was named a
 27 40 Under 40 lawyer in the East Region by *The M&A Advisor* and one of the Top Women in
 28 Law by *Massachusetts Lawyers Weekly*. More details about Ms. Dubow's background and

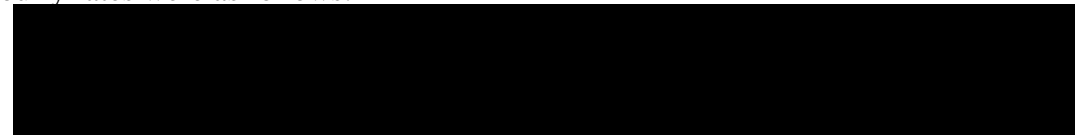
1 practice can be found at <http://www.morganlewis.com/bios/rachelledubow>. A summary of the
 2 time Ms. Dubow spent on this matter and the value of that work is contained in Exhibit 2 hereto.
 3 Ms. Dubow's hourly rates were as follows:



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 6 40. **Frank Hinman** is a partner at Morgan Lewis in the San Francisco office. Mr.
 7 Hinman graduated with a J.D. from the University of California, Hastings College of the Law in
 8 1991 and with a B.A. in Economics from Claremont McKenna College in 1988. Mr. Hinman
 9 leads Morgan Lewis's California antitrust practice. He represents clients in all aspects of public
 10 and private enforcement, including international cartel cases, class actions, merger clearances,
 11 and civil conduct investigations. Among other awards, Mr. Hinman has been named as a
 12 Northern California *Super Lawyer* and recognized by *Chambers USA*. More details about Mr.
 13 Hinman's background and practice can be found at
 14 <http://www.morganlewis.com/bios/frankhinman>. A summary of the time Mr. Hinman spent on
 15 this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Hinman's
 16 hourly rates was as follows:

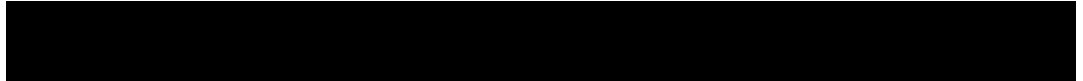


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 18 41. **Holly House** is a former partner at Bingham in the San Francisco office. Ms.
 19 House graduated with a J.D. from Harvard law School in 1988 and with a B.A. from Smith
 20 College in 1984. Ms. House was named one of the Top 250 Women Litigators in the U.S. by
 21 *Benchmark* and recognized as a top antitrust attorney by *Chambers*. A summary of the time Ms.
 22 House spent on this matter and the value of that work is contained in Exhibit 2 attached hereto.
 23 Ms. House's hourly rates were as follows:

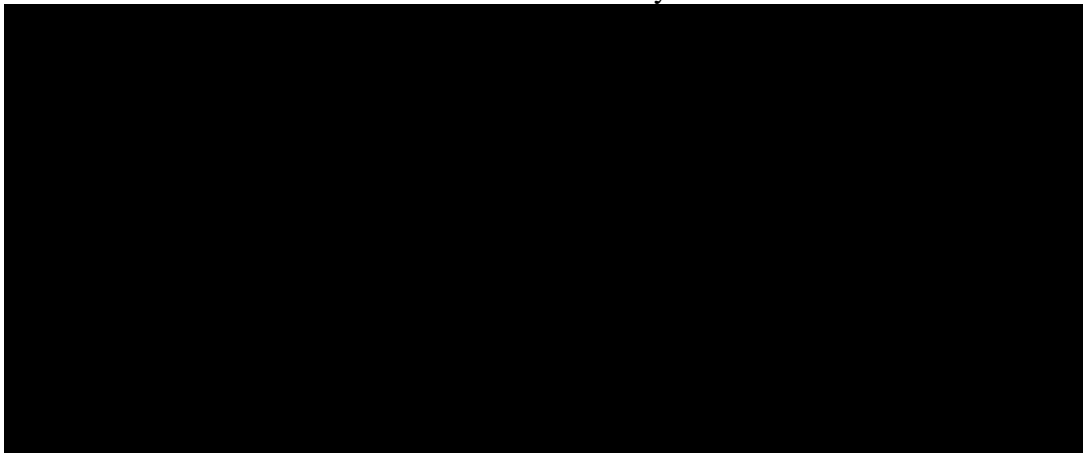


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 26 42. **Gary Adler** is a partner at Morgan Lewis in the New York office. Mr. Adler
 27 graduated with a J.D. Mr. Adler focuses on commercial litigation and represents both domestic
 28 and foreign companies in complex commercial law suits involving, antitrust, intellectual

property, commercial tort, product liability, product warranty, and franchise claims in proceedings before state and federal courts throughout the United States, and before both domestic and international regulatory agencies and commercial arbitration panels. More details about Mr. Adler's background and practice can be found at <http://www.morganlewis.com/bios/garyadler>. A summary of the time Mr. Adler spent on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Adler's hourly rate was as follows:

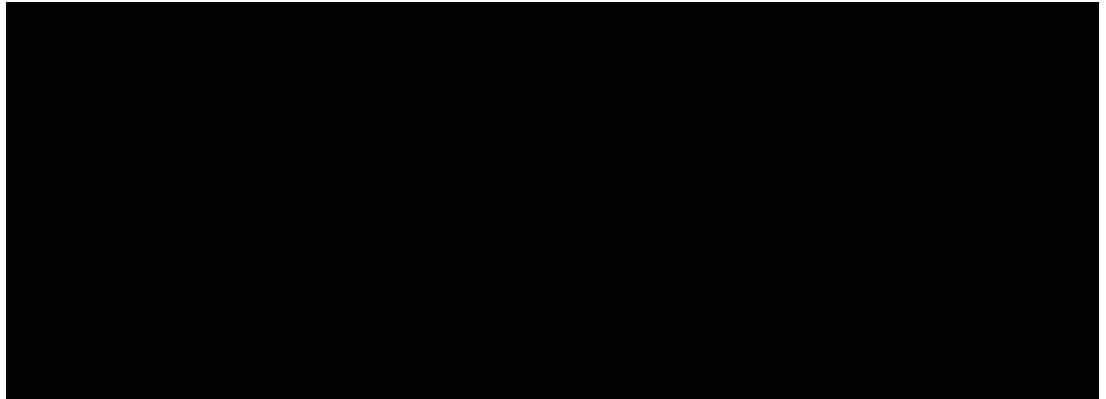


43. **Nitin Jindal** is an associate at Morgan Lewis in the San Francisco office. He graduated *magna cum laude* with a J.D. from Georgetown University Law Center in 2008 and with a B.A. in Legal Studies from the University of California Berkeley in 2003. From 2013 to 2015, Mr. Jindal was recognized as a Rising Star in intellectual property litigation by *Super Lawyers*. Mr. Jindal's representations have included *Oracle USA, Inc. et al. v. SAP AG et al.* and *In re Intel Corp. Microprocessor Litigation*. More details about Mr. Jindal's background and practice can be found at <http://www.morganlewis.com/bios/nitinjindal>. Mr. Jindal began working on this case in 2011. A summary of the time Mr. Jindal spent on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Jindal's hourly rates were as follows:

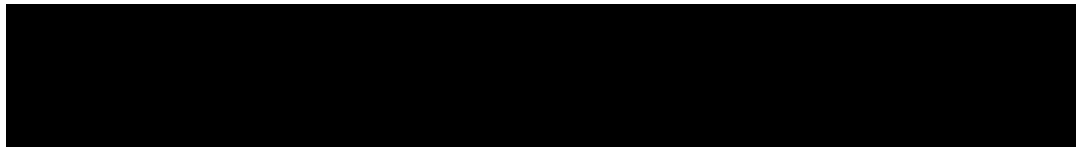


44. **Chad Russell** is a former counsel at Bingham and then Morgan Lewis from 2006 to 2015. He graduated with a J.D. from Georgetown University Law Center in 2006 and with a B.S. in Economics and Math from the College of William and Mary in 2001. Prior to this case, Mr. Russell's representations included *Oracle USA, Inc. et al. v. SAP AG et al.* Mr. Russell

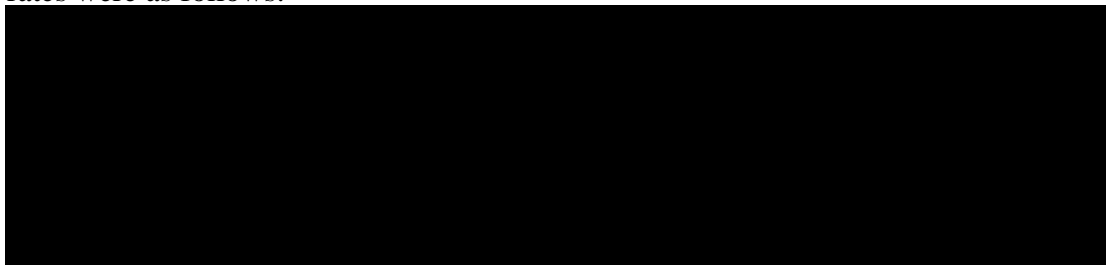
1 began working on this case in 2008. A summary of the time Mr. Russell spent on this matter and
2 the value of that work is contained in Exhibit 2 hereto. Mr. Russell's hourly rates were as
3 follows:



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10 45. **Marjory Gentry** is a former associate at Bingham from 2009 to 2013 in the San
11 Francisco office. She graduated with a J.D. from the University of California, Los Angeles
12 School of Law in 2005 and with a B.S. from Queen's University in 1998. Ms. Gentry began
13 working on this case in 2011. A summary of the time Ms. Gentry spent on this matter and the
14 value of that work is contained in Exhibit 2 attached hereto. Ms. Gentry's hourly rates were as
15 follows:



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18 46. **Kyle Zipes** is a former associate at Bingham from 2007 to 2014 in the San
19 Francisco office. He graduated with a J.D. from Columbia University School of Law in 2007
20 and with a B.A. from McGill University in 2003. Prior to this case, Mr. Zipes's representations
21 included *Oracle USA, Inc. et al. v. SAP AG et al.* and *In re Intel Corp. Microprocessor*
22 *Litigation*. Mr. Zipes began working on this case in 2009. A summary of the time Mr. Zipes
23 spent on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr.
24 Zipes's hourly rates were as follows:



1 [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 47. **Nargues Motamed Eder** is an associate at Morgan Lewis in the San Francisco
5 office. She graduated with a J.D. from the University of California, Los Angeles School of Law
6 in 2008 and with a B.S. from the University of Southern California in 2004. Ms. Eder's practice
7 focuses on intellectual property and complex business litigation serving a wide range of clients in
8 the technology, environment, and financial services industries. Ms. Eder's representations have
9 included *Oracle USA, Inc. et al. v. SAP AG et al.* More details about Ms. Eder's background and
10 practice can be found at <http://www.morganlewis.com/bios/neder>. Ms. Eder began working on
11 this case in 2011. A summary of the time Ms. Eder spent on this matter and the value of that
12 work is contained in Exhibit 2 attached hereto. Ms. Eder's hourly rates were as follows:

13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 48. **Zachary Hill** is an associate at Morgan Lewis in the San Francisco office. He
19 graduated with a J.D. from Harvard Law School in 2010, a Master's degree in Philosophy from
20 Northwestern University in 2007, and a B.A. in Philosophy from the University of Chicago in
21 2004. Mr. Hill's representations have included *Oracle USA, Inc. et al. v. SAP AG et al.* More
22 details about Mr. Hill's background and practice can be found at
23 <http://www.morganlewis.com/bios/zacharyhill>. Mr. Hill has been working on this case since
24 2011. A summary of the time Mr. Hill spent on this matter and the value of that work is
25 contained in Exhibit 2 attached hereto. Mr. Hill's hourly rates were as follows:

1 [REDACTED]
2 [REDACTED]
3 49. **Manu Pradhan** is a former associate at Bingham from 2007 to 2013 in the San
4 Francisco office. He graduated with a J.D. from New York University School of Law in 2007
5 and with a B.A. from Swarthmore College in 2003. Mr. Pradhan began working on this case in
6 2009. A summary of the time Mr. Pradhan spent on this matter and the value of that work is
7 contained in Exhibit 2 attached hereto. Mr. Pradhan's hourly rates were as follows:

8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 50. **Martha Jeong** is a former associate at Bingham from 2007 to 2011 in the San
14 Francisco office. She graduated with a J.D. from Harvard Law School in 2007 and with a B.S.
15 from Rice University in 2003. Prior to this case, Ms. Jeong's representations included *Oracle*
16 *USA, Inc. et al. v. SAP AG et al.* Ms. Jeong began working on this case in 2009. A summary of
17 the time Ms. Jeong spent on this matter and the value of that work is contained in Exhibit 2
18 attached hereto. Mr. Jeong's hourly rates were as follows:

19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 51. **Thai Q. Le** is a former associate at Bingham and then at Morgan Lewis from
23 2011 to 2015 in the San Francisco office. He graduated with a J.D. from University of
24 California, Hastings College of Law in 2009 and with a B.S. from Chapman University in
25 2005. Mr. Le's prior representations included *Oracle USA, Inc. et al. v. SAP AG et al.* Mr. Le
26 began working on this case in 2011. A summary of the time Mr. Le spent on this matter and the
27 value of that work is contained in Exhibit 2 attached hereto. Mr. Le's hourly rates were as
28 follows:

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5 52. **Kevin Papay** is an associate at Morgan Lewis in the San Francisco office. He
6 graduated with a J.D. from Stanford Law School in 2010 and a B.A. from Harvard College in
7 2007. Mr. Papay's representations have included *Oracle USA, Inc. et al. v. SAP AG et al.* More
8 details about Mr. Papay's background and practice can be found at
9 <http://www.morganlewis.com/bios/kevinpapay>. Mr. Papay began working on this case in 2011.
10 A summary of the time Mr. Papay spent on this matter and the value of that work is contained in
11 Exhibit 2 attached hereto. Mr. Papay's hourly rates were as follows:

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17 53. **Dhruv Kaushal** is a former associate at Bingham in the Boston office. He
18 graduated with a J.D. from Boston University School of Law in 2009 and a B.S. from the
19 University of New Mexico in 1998. Mr. Kaushal also has a Ph.D. in Neurosciences from the
20 University of California, San Diego. Mr. Kaushal began working on this case in 2011. A
21 summary of the time Mr. Kaushal spent on this matter and the value of that work is contained in
22 Exhibit 2 attached hereto. Mr. Kaushal's hourly rates were as follows:

23
24 54. **Elizabeth M. Sartori** is an associate at Morgan Lewis in the Boston office. Ms.
25 Sartori graduated with a J.D. from Villanova University School of Law in 2008 and a B.A. from
26 Boston College in 2007. More details about Ms. Sartori's background and practice can be found
27 at <http://www.morganlewis.com/bios/elizabethsartori>. Ms. Sartori began working on this case in
28 2010. A summary of the time Ms. Sartori spent on this matter and the value of that work is

1 contained in Exhibit 2 attached hereto. Ms. Sartori's hourly rate was as follows:

2 [REDACTED]

3 55. **Joy Sherrod** is a former associate at Bingham in the San Francisco office. Ms.
4 Sherrod graduated with a J.D. from Northwestern University in 2006 and a B.A. from the
5 University of California, Berkeley. Ms. Sherrod began working on this case in 2010. A
6 summary of the time Ms. Sherrod spent on this matter and the value of that work is contained in
7 Exhibit 2 attached hereto. Ms. Sherrod's hourly rate was as follows:

8 [REDACTED]

9 56. **Nicolette Young** is an associate at Morgan Lewis in the Los Angeles office. She
10 graduated with a J.D. from the University of Southern California Law School in 2011 where she
11 was the Senior Content Editor for the *Southern California Law Review*. She also graduated *cum*
12 *laude* with a B.A. from the University of California Los Angeles in 2007. More details about
13 Ms. Young's background and practice can be found at
14 <http://www.morganlewis.com/bios/nicoletteyoung>. Ms. Young began working on this case in
15 2014. A summary of the time Ms. Young spent on this matter and the value of that work is
16 contained in Exhibit 2 attached hereto. Ms. Young's hourly rate was as follows:

17 [REDACTED]

18 57. **Shameek Ghose** is a former associate at Bingham in the Washington D.C. office.
19 Mr. Ghose graduated with a J.D. from the University of Maryland School of Law in 2003 and a
20 Bachelor's degree from the Indiana University Bloomington in 1997. Mr. Ghose also has a
21 Master's from John Hopkins University. Mr. Ghose began working on this case in 2009. A
22 summary of the time Mr. Ghose spent on this matter and the value of that work is contained in
23 Exhibit 2 attached hereto. Mr. Ghose's hourly rates were as follows:

24 [REDACTED]

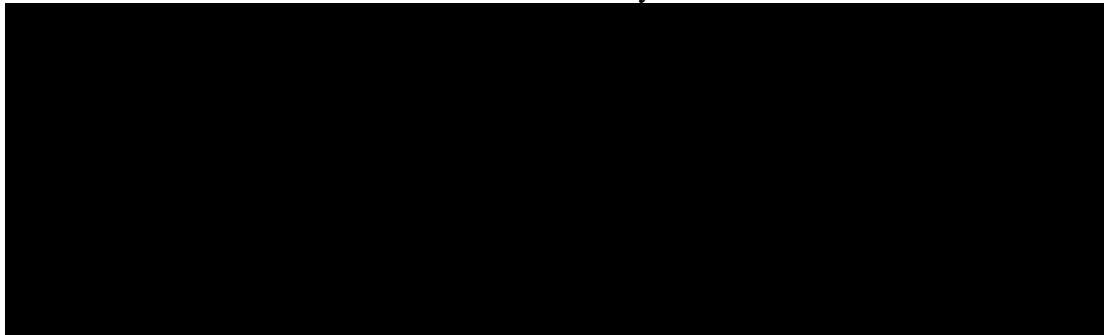
25 [REDACTED]

26 58. **Spencer Wan** is an associate at Morgan Lewis in the San Francisco office. He
27 graduated with a J.D. from Columbia Law School in 2013 where he was a Harlan Fiske Stone
28 Scholar and a B.A. in Business Economics from the University of California Irvine in 2010.

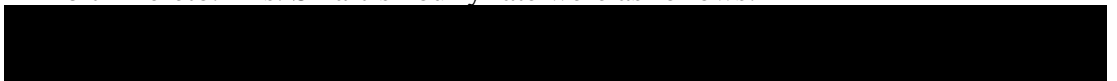
1 More details about Mr. Wan's background and practice can be found at
 2 <http://www.morganlewis.com/bios/spencerwan>. Mr. Wan began working on this case in 2014.
 3 A summary of the time Mr. Wan spent on this matter and the value of that work is contained in
 4 Exhibit 2 attached hereto. Mr. Wan's hourly rates were as follows:



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 6
 7 59. **Kirstie McCornock** is an associate at Morgan Lewis in San Francisco. She
 8 graduated with a J.D. from Harvard Law School in 1993 and with a B.A. from Stanford
 9 University in 1989. Ms. McCornock clerked for the Honorable A. Wallace Tashima of the U.S.
 10 District Court of the Central District of California from 1993 to 1994. Ms. McCornock has
 11 represented technology companies in high stakes intellectual property and antitrust litigation.
 12 More details about Ms. McCornock's background and practice can be found at
 13 <http://www.morganlewis.com/bios/kirstiemccornock>. Ms. McCornock's prior representations
 14 included *Oracle USA, Inc. et al. v. SAP AG et al.* Ms. McCornock began working on this case in
 15 2010. A summary of the time Ms. McCornock spent on this matter and the value of that work is
 16 contained in Exhibit 2 attached hereto. Ms. McCornock's hourly rates were as follows:

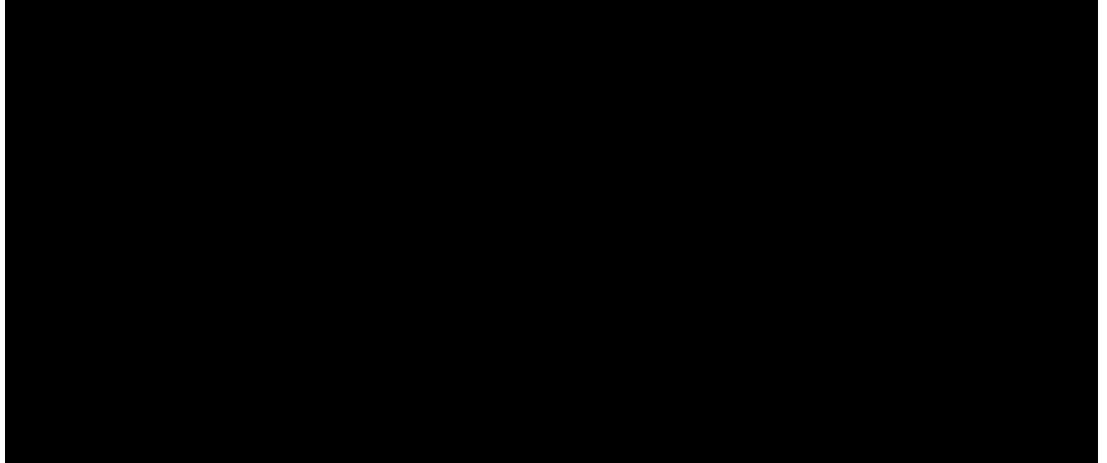


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 22 60. **Erin A. Smart** is a former associate at Bingham in the San Francisco office. Ms.
 23 Smart graduated with a J.D. from the University of California, Hastings College of the Law in
 24 2006 and with a B.A. from Walla Walla University in 2003. Ms. Smart began working on this
 25 case in 2009. A summary of the time Ms. Smart spent on this matter and the value of that work
 26 is contained in Exhibit 2 hereto. Ms. Smart's hourly rate were as follows:

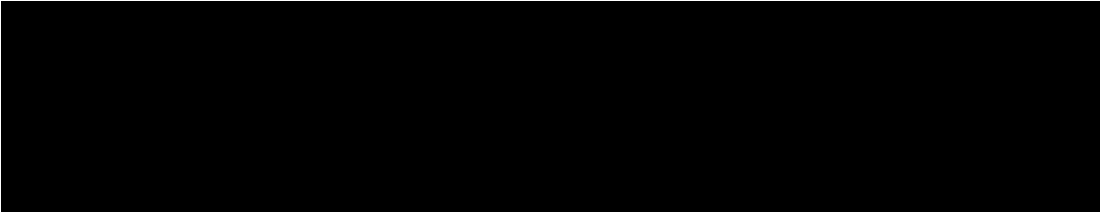


27
 28 61. **Lisa Lee** is a paralegal at Morgan Lewis in the San Francisco office. Ms. Lee has

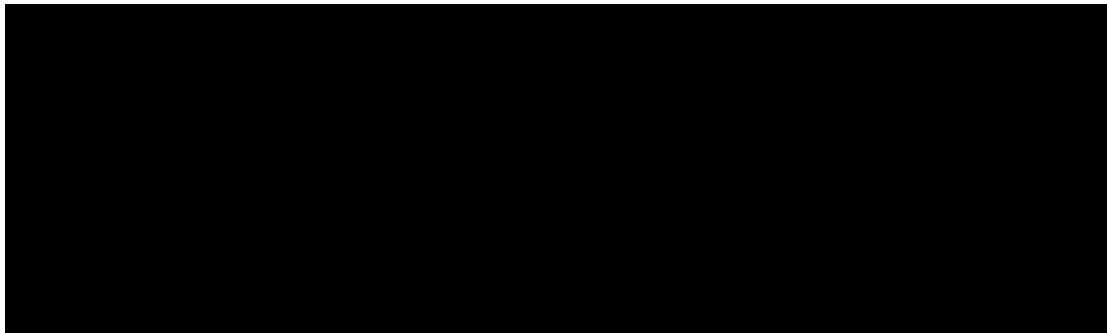
1 had over 18 years of paralegal experience. Ms. Lee's had previously assisted attorneys on
2 *Oracle USA, Inc. et al. v. SAP AG et al.* A summary of the time Ms. Lee spent on this matter and
3 the value of that work is contained in Exhibit 2 attached hereto. Ms. Lee's hourly rates were as
4 follows:



12 62. **Thomas Hilton** is a paralegal at Morgan Lewis in the San Francisco office. Mr.
13 Hilton has had over 29 years of paralegal experience. A summary of the time Mr. Hilton spent
14 on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Hilton's
15 hourly rates were as follows:



19 63. **Andrew Obach** is a paralegal at Morgan Lewis in the San Francisco office. Mr.
20 Obach has had over 17 years of paralegal experience. Mr. Obach had previously assisted
21 attorneys on *Oracle USA, Inc. et al. v. SAP AG et al.* A summary of the time Mr. Obach spent
22 on this matter and the value of that work is contained in Exhibit 2 attached hereto. Mr. Obach's
23 hourly rates were as follows:



1 [REDACTED]
2 64. **Wendy Riggs** is a former paralegal at Bingham in the San Francisco office. A
3 summary of the time Ms. Riggs spent on this matter and the value of that work is contained in
4 Exhibit 2 attached hereto. Ms. Riggs's hourly rates were as follows:

5 [REDACTED]
6 [REDACTED]
7 65. **Robin S. Goldberg** is a former paralegal at Bingham in the Palo Alto office. A
8 summary of the time Ms. Goldberg spent on this matter and the value of that work is contained
9 in Exhibit 2 attached hereto. Ms. Goldberg's hourly rates were as follows:

10 [REDACTED]
11 [REDACTED]
12 66. **Nathan A. Banks** is a former paralegal at Bingham in the San Francisco office.
13 A summary of the time Mr. Banks spent on this matter and the value of that work is contained in
14 Exhibit 2 attached hereto. Mr. Banks's hourly rates were as follows:

15 [REDACTED]
16 [REDACTED]
17 67. **Joshua Berger** is a former paralegal at Bingham in the San Francisco office. A
18 summary of the time Mr. Berger spent on this matter and the value of that work is contained in
19 Exhibit 2 attached hereto. Mr. Berger's hourly rates are as follows:

20 [REDACTED]
21 [REDACTED]
22 68. **Charles Byers** is a former paralegal at Bingham in the San Francisco office. A
23 summary of the time Mr. Byers spent on this matter and the value of that work is contained in
24 Exhibit 2 attached hereto. Mr. Byers's hourly rates were as follows:

25 [REDACTED]
26 [REDACTED]
27 69. **Christopher Suggs** is a former paralegal at Bingham in the Washington D.C.
28 office. A summary of the time Mr. Suggs spent on this matter and the value of that work is

1 contained in Exhibit 2 attached hereto. Mr. Suggs's hourly rate was as follows:

2 [REDACTED]
3 70. **Jon Shackelford** is a former paralegal at Bingham in the San Francisco office. A
4 summary of the time Mr. Shackelford spent on this matter and the value of that work is contained
5 in Exhibit 2 attached hereto. Mr. Shackelford's hourly rate was as follows:

6 [REDACTED]
7 71. **Nathan Hall** is a paralegal at Bingham in the New York office. A summary of
8 the time Mr. Hall spent on this matter and the value of that work is contained in Exhibit 2
9 attached hereto. Mr. Suggs's hourly rate was are as follows:

10 [REDACTED]
11 72. **Norberto Arreola** is a former paralegal at Bingham in the San Francisco office.
12 A summary of the time Mr. Arreola spent on this matter and the value of that work is contained
13 in Exhibit 2 attached hereto. Mr. Arreola's hourly rate was as follows:

14 [REDACTED]
15 73. **P. Frank Downing** is a former paralegal at Bingham in the San Francisco office.
16 A summary of the time Mr. Downing spent on this matter and the value of that work is contained
17 in Exhibit 2 attached hereto. Mr. Downing's hourly rate was as follows:

18 [REDACTED]
19 74. **Michelle S. Castaneda** is a paralegal at Morgan Lewis in the New York office.
20 A summary of the time Ms. Castaneda spent on this matter and the value of that work is
21 contained in Exhibit 2 attached hereto. Ms. Castaneda's hourly rate was as follows:

22 [REDACTED]
23 75. **Ricky Calcao** is a former contract attorney at Bingham in the San Francisco
24 office. A summary of the time Mr. Calcao spent on this matter and the value of that work is
25 contained in Exhibit 2 attached hereto. Mr. Calcao's hourly rate was as follows:

26 [REDACTED]
27 76. **Cindy Langenbeck** is a former contract attorney at Bingham. A summary of the
28 time Mr. Langenbeck spent on this matter and the value of that work is contained in Exhibit 2

1 attached hereto. Mr. Langenbeck's hourly rates were as follows:

2 [REDACTED]
3 [REDACTED]

4 77. **Caryn Bordonaro** is a former contract attorney at Bingham. A summary of the
5 time Ms. Bordonaro spent on this matter and the value of that work is contained in Exhibit 2
6 attached hereto. Ms. Bordonaro's hourly rate was as follows:

7 [REDACTED]

8 78. **Guido Gaiteri** is a former contract attorney at Bingham. A summary of the time
9 Mr. Gaiteri spent on this matter and the value of that work is contained in Exhibit 2 attached
10 hereto. Mr. Gaiteri's hourly rate was as follows:

11 [REDACTED]

12 79. **James Wooten** is a former contract attorney at Bingham. A summary of the time
13 Mr. Wooten spent on this matter and the value of that work is contained in Exhibit 2 hereto. Mr.
14 Wooten's hourly rate was as follows:

15 [REDACTED]

16 80. **Kirk Tsai** is a former contract attorney at Bingham. A summary of the time Mr.
17 Tsai spent on this matter and the value of that work is contained in Exhibit 2 attached hereto.
18 Mr. Tsai's hourly rate was as follows:

19 [REDACTED]

20 81. **Natasha Song** is a former contract attorney at Bingham. A summary of the time
21 Ms. Song spent on this matter and the value of that work is contained in Exhibit 2 hereto. Ms.
22 Song's hourly rate was as follows:

23 [REDACTED]

24 82. **Remedios Concepcion** is a former contract attorney at Bingham. A summary of
25 the time Mr. Concepcion spent on this matter and the value of that work is contained in Exhibit 2
26 attached hereto. Mr. Concepcion's hourly rates were as follows:

27 [REDACTED]

28 83. **Samik Bhattacharyya** is a former contract attorney at Bingham. A summary of

1 the time Mr. Bhattacharyya on this matter and the value of that work is contained in Exhibit 2
2 attached hereto. Mr. Bhattacharyya's hourly rate was as follows:

3 [REDACTED]

4 84. **Jana Kurka** is a former contract attorney manager at Bingham. A summary of
5 the time Ms. Kurka spent on this matter and the value of that work is contained in Exhibit 2
6 attached hereto. Ms. Kurka's hourly rates were as follows:

7 [REDACTED]
8 [REDACTED]
9 [REDACTED]

10 85. **Ben Quinn** is a former litigation specialist at Bingham and then at Morgan Lewis.
11 Mr. Quinn had previously assisted attorneys on *Oracle USA, Inc. et al. v. SAP AG et al.* A
12 summary of the time Mr. Quinn spent on this matter and the value of that work is contained in
13 Exhibit 2 attached hereto. Mr. Quinn's hourly rates were as follows:

14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]

21 86. **Greg R. Chan** is a former litigation specialist at Bingham. A summary of the
22 time Mr. Chan spent on this matter and the value of that work is contained in Exhibit 2 attached
23 hereto. Mr. Chan's hourly rates were as follows:

24 [REDACTED]
25 [REDACTED]

26 87. **Steve MacNeill** is a former litigation specialist at Bingham. A summary of the
27 time Mr. MacNeill spent on this matter and the value of that work is contained in Exhibit 2
28 attached hereto. Mr. MacNeill's hourly rates were as follows:

1 [REDACTED]
2 88. **Timothy R. Garner** is a litigation specialist at Morgan Lewis. A summary of the
3 time Mr. Garner spent on this matter and the value of that work is contained in Exhibit 2 attached
4 hereto. Mr. Garner's hourly rates were as follows:

5 [REDACTED]
6 [REDACTED]
7 89. **Lynne S. Palmer** is a research librarian at Morgan Lewis. A summary of the
8 time Ms. Palmer spent on this matter and the value of that work is contained in Exhibit 2
9 attached hereto. Ms. Palmer's hourly rates were as follows:

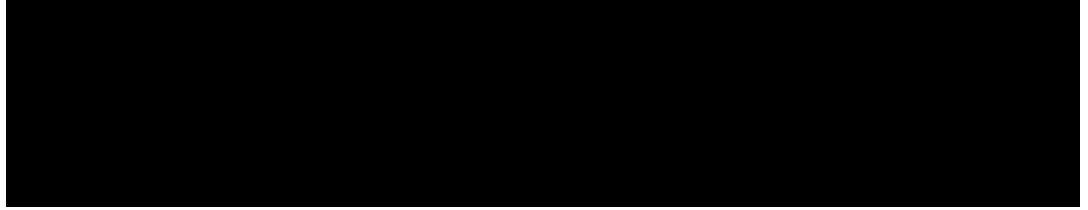
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 90. **Theresa Kim** is a research librarian at Morgan Lewis. A summary of the time
17 Ms. Kim spent on this matter and the value of that work is contained in Exhibit 2 attached hereto.
18 Ms. Kim's hourly rate was as follows:

19 [REDACTED]
20 91. **Heather Hay Watson** is a research librarian at Morgan Lewis. A summary of the
21 time Ms. Watson spent on this matter and the value of that work is contained in Exhibit 2
22 attached hereto. Ms. Watson's hourly rate was as follows:

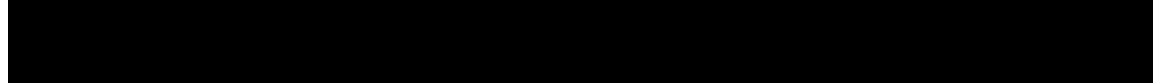
23 [REDACTED]
24 92. **Amber Humphreys** is a former research librarian at Bingham. A summary of the
25 time Ms. Humphreys spent on this matter and the value of that work is contained in Exhibit 2
26 attached hereto. Ms. Humphreys's hourly rate was as follows:

27 [REDACTED]
28 93. **Anna M. Dana** is a former research librarian at Bingham. A summary of the

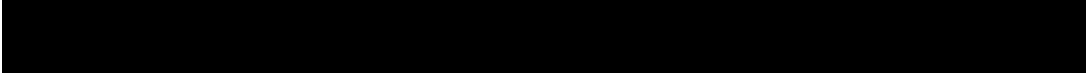
1 time Ms. Dana spent on this matter and the value of that work is contained in Exhibit 2 attached
 2 hereto. Ms. Dana's hourly rates were as follows:



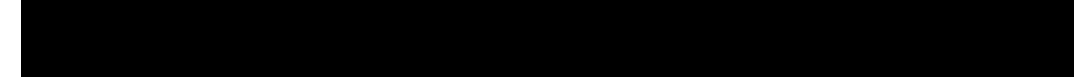
3
 4
 5
 6 94. **Teresa Dippery** is a former research librarian at Bingham. A summary of the
 7 time Ms. Dippery spent on this matter and the value of that work is contained in Exhibit 2
 8 attached hereto. Ms. Dippery's hourly rate was as follows:



9
 10 95. **Stephanie Gardner** is a former research librarian at Bingham. A summary of the
 11 time Ms. Gardner spent on this matter and the value of that work is contained in Exhibit 2
 12 attached hereto. Ms. Gardner's hourly rate was as follows:



13
 14 96. **Melissa Jordan** is a former research librarian at Bingham. A summary of the
 15 time Ms. Jordan spent on this matter and the value of that work is contained in Exhibit 2 attached
 16 hereto. Ms. Jordan's hourly rate was as follows:



18 **Additional Attorneys' Fees**

19 97. As described in the Declaration of James C. Maroulis and Exhibit A thereto,
 20 Oracle was directly billed by the company H5 for its services in connection with this case. H5
 21 provided Oracle with attorneys who reviewed documents produced by Rimini in this litigation
 22 and categorized or otherwise identified them by subject matter. Oracle paid H5 a total of
 23 \$1,821,800.00 for its services on this case. These costs are summarized in Exhibit 1.

24 98. As described in the Maroulis declaration and Exhibit B thereto, Oracle was
 25 directly billed by Huron Consulting Group, Inc. ("Huron") for its services in connection with this
 26 case. Huron provided Oracle with attorneys who reviewed documents collected by Oracle and
 27 determined which ones should be produced in this litigation. Oracle paid Huron a total of
 28 \$2,539,143.20 for its services on this case. These costs are summarized in Exhibit 1.

99. Oracle incurred fees through its engagement with Black Letter Discovery LLP (“Black Letter”). Black Letter provided Oracle with attorneys who assisted with document review and discovery in this litigation. Oracle paid Black Letter a total of 16,080.00 for its services on this case. True and correct copies of the Black Letter invoices are attached as Exhibit 13. These costs are summarized in Exhibit 1.

100. Oracle incurred fees through its engagement with Barg Coffin Lewis Trapp LLP (“Barg Coffin”). Barg Coffin provided Oracle with assistance with discovery related to third parties. Oracle paid Barg Coffin a total of 12,815.12 for its services on this case. True and correct copies of the Barg Coffin invoices are attached as Exhibit 14. These costs are summarized in Exhibit 1.

Expenses

101. In addition to attorneys' fees, Oracle incurred costs relating to this case. Including travel, court fees, copying costs, delivery costs, database and document hosting and review costs, and expert costs, these costs totaled \$22,218,798.92. A summary of the taxable and non-taxable costs incurred by Oracle for this case is contained in Exhibit 1. The bills reflecting these costs are contained in Exhibits 3-9, 15-19 to this declaration, Exhibits to the Declaration of Kieran P. Ringgenberg, and Exhibits to the Declaration of Jim Maroulis.

102. Bingham maintained and Morgan Lewis maintains accounting records in the ordinary course of business in which expenses are logged at the time they are incurred. The accounting records include a record of every expense incurred during the course of this matter. The expenses charged to (and paid by) Oracle in this case are reflected in the monthly bills attached as Exhibits 3-9, 15-19 (except that payment for September 2015 remains in process). Those costs are summarized in Exhibit 1. [REDACTED]

103. Oracle incurred costs through its engagement with Jury Research Institute (“JRI”). JRI provided Oracle with jury selection consultation. Oracle paid JRI a total of \$155,468.99 for its services on this case. True and correct copies of the JRI invoices are attached

1 as Exhibit 15. These costs are summarized in Exhibit 1.

2 104. Oracle incurred costs through its engagement with Dr. Daniel S. Levy of
3 Advanced Analytics Consulting Group (“AACG”). AACG provided Oracle with expert
4 statistical analysis. Oracle paid AACG a total of \$554,004.88 for its services on this case. True
5 and correct copies of the AACG invoices are attached as Exhibit 16. These costs are
6 summarized in Exhibit 1.

7 105. Oracle incurred costs through its engagement with Elizabeth Dean of TM
8 Financial Forensics (“TMF”). TMF provided Oracle with expert damages analysis. Oracle paid
9 TMF a total of \$1,812,066.02 for its services on this case. True and correct copies of the TMF
10 invoices are attached as Exhibit 17. These costs are summarized in Exhibit 1.

11 106. Oracle incurred costs through its engagement with Edward Yourdon of Nodruoy,
12 Inc. (“Nodruoy”). Nodruoy provided Oracle with expert industry custom analysis. Oracle paid
13 Nodruoy a total of \$333,037.41 for its services on this case. True and correct copies of the
14 Nodruoy invoices are attached as Exhibit 18. These costs are summarized in Exhibit 1.

15 107. Oracle incurred costs through its engagement with Dr. Randall Davis. Dr. Davis
16 provided Oracle with expert computer science analysis. Oracle paid Dr. Davis a total of
17 \$514,152.61 for his services on this case. True and correct copies of the Dr. Davis invoices are
18 attached as Exhibit 19. These costs are summarized in Exhibit 1.

19 108. For any of the above-described expert invoices, redacted time entries reflect costs
20 Oracle is not seeking to recover.

21 109. Oracle also incurred costs as reflected in the Declaration of Kieran P.
22 Ringgenberg and accompanying exhibits. These costs are summarized in Exhibit 1.

23 110. As described in the Maroulis Declaration, Oracle was directly billed by Stroz
24 Friedberg, LLC (“Stroz”) for its services in connection with this case. Stroz provided Oracle
25 with electronic document hosting and preservation services, as well as a document review and
26 production platform for discovery that Oracle produced and received in this case. Oracle paid
27 Stroz a total of \$13,029,113.59 for its services on this case. Taxable costs related to Stroz’s
28 processing and production of Oracle’s own documents are highlighted in blue in Exhibit C to the

1 Maroulis Declaration. These costs are summarized in Exhibit 1.

2 **Transcripts and Documents**

3 111. Attached as Exhibit 20 is a true and correct copy of an excerpt of the transcript of
4 the May 21, 2009 deposition of Seth Ravin, Rimini's Chief Executive Officer.

5 112. Attached as Exhibit 21 is a true and correct copy of an excerpt of the transcript of
6 the July 21, 2010 deposition of Mr. Ravin.

7 113. Attached as Exhibit 22 is a true and correct copy of Trial Stipulation Regarding
8 Claims for Damages and Attorney Fees in *Oracle USA, Inc. v. SAP AG*, N.D. Cal. Case No. 07-
9 CV-1658, Dkt. 961.

10 114. Attached as Exhibit 23 is a true and correct copy of the Trial Stipulation between
11 Oracle USA, Inc. and SAP AG in *Oracle USA, Inc. v. SAP AG*, N.D. Cal. Case No. 07-CV-1658,
12 Dkt. 911.

13 115. Attached as Exhibit 24 is a true and correct copy of the Stipulation and Order
14 Finding Non-Parties Rimini Street, Inc. and Seth Ravin in Civil Contempt in *Oracle USA, Inc. v.*
15 *SAP AG*, No. 2:09-CV-01591-KJD-GWF, Dkt. 49.

16 116. Attached as Exhibit 25 is a true and correct copy of the criminal plea agreement
17 between the United States of America and TomorrowNow, Inc. in *United States v.*
18 *TomorrowNow, Inc.* N.D. Cal. Case No. 11-CR-00642, Dkt. 13.

19 117. Attached as Exhibit 26 is a true and correct copy of an excerpt of the 2014
20 National Law Journal Billing Survey. The survey data is sorted according to the "Partner Billing
21 Rate High" column and data is for the firms with the highest 50 entries in that column.

22 118. Attached as Exhibit 27 is a true and correct copy of the list of the parties'
23 attorneys, as provided on this case's docket on the District Court of Nevada's Public Access to
24 Court Electronic Records (PACER) website.

25 119. Attached as Exhibit 28 is a true and correct copy of Parties' Joint Pretrial
26 Statement in *Oracle USA, Inc. v. SAP AG*, N.D. Cal. Case No. 07-CV-1658, Dkt. 745.

27 120. Attached as Exhibit 29 is a true and correct excerpt from Defendant Rimini Street
28 Inc.'s Second Amended Responses and Objections to Plaintiffs' Third Set of Requests for

1 Admissions to Defendant Rimini Street, Inc., dated January 4, 2012.

2
3
4 I declare that the foregoing is true under penalty of perjury under the laws of the United
5 States.

6 Executed November 13, 2015 at San Francisco, California.

7
8
9 /s/ Thomas S. Hixson
Thomas S. Hixson